1500 FLEET CENTER PROVIDENCE, RHODE ISLAND 02903 401 274-2000

FAX: 401 277-9600

HINCKLEY, ALLEN & SNYDER

Attorneys at Law

December 7, 1992

HAND DELIVERED

2-342A015

RECORDATION NO. 18023

Ms. Mildred Lee Interstate Commerce Commission 1201 Constitution Avenue, NW Room 2303

DEC 7 1992-10 50 AM

INTERSTATE COMMERCE COMMISSION

Re: Rockland Trust/Edaville Corporation

Dear Ms. Lee:

Washington, DG 20423

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Enclosed for filing on behalf of Rockland Trust Company, successor to Middleborough Trust Company as Secured Party, please find one original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

- 1. Certified copy of that certain Security Agreement dated March 19, 1986 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 2. Certified copy of that certain Security Agreement dated March 11, 1987 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 3. Certified copy of that certain Security Agreement dated July 31, 1987 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 4. Certified copy of that certain Security Agreement dated October 12, 1988 by and between Edaville Corporation and Middleborough Trust Company.
- 5. Certified copy of that certain Security Agreement dated January 30, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 6. Certified copy of that certain Security Agreement dated May 19, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.

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HINCKLEY, ALLEN & SNYDER

Ms. Mildred Lee Page two December 7, 1992

- 7. Certified copy of that certain Security Agreement dated September 14, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 8. Certified copy of that certain Security Agreement dated March 8, 1990 by and between G.B. Leasing Corp. and Middleborough Trust Company.
- 9. Certified copy of that certain Security Agreement dated April 10, 1991 by and between G.B. Leasing Corp. and Middleborough Trust Company.

The parties to the above-referenced documents are listed below:

Rockland Trust Company, Secured Party (successor to Middleborough Trust Company) 288 Union Street Rockland, MA 02730

G.B. Leasing Corp., Debtor 60 Water Street Marion, MA 02738

Edaville Corporation, Debtor P.O. Box 7 South Carver, MA 02366

The collateral described in the above-referenced Security Agreements consists of, among other things, railroad rolling stock, locomotives and railroad cars more particularly described therein.

Recording fees will be provided to you by the filing service that is submitting these documents for recording. Please return recorded copies of these documents to the attention of the undersigned. Please contact the undersigned at (401) 274-2000 if you have any questions regarding the enclosed.

Very truly yours,

Shory Sorro

LW:RT037231 .AB1

Interstate Commerce Commission Washington, D.C. 20423

12/7/92

OFFICE OF THE SECRETARY

Sheryl Serreze

Minckley Allen & Snyder

1500 Fleet Center

Providence R.I. 02903

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act,49 U.S.C.

11303, on12/7/92 at 10:50am , and assigned rerecordation number(s).18023,18024,18025,18026,18027,18028,18029,18030

18031

Secretary

Sincerely yourse

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

CERTIFICATE

DEC 7 1992-10 50 AM

INTERSTATE COMMERCE COMMISSION

I, Wayne Carvalho, Vice President of Rockland Trust Company (successor to Middleborough Trust Company) (the "Corporation"), do hereby certify that attached hereto as Exhibit A is a true, complete and identical copy of that certain Security Agreement dated March 19, 1986 by and between G.B. Leasing Corp. and the Corporation (the "Agreement"), and that said copy has been compared with the original Agreement and said copy has been found to be identical in all respects to the original Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of November, 1992

Rockland Trust Company (successor to Middleborough Trust Company)

[Corporate Seal]

Title: Vice President

STATE/COMMONWEALTH OF Rhode Island
COUNTY OF Providence ss:

On this 27th day of November, 1992 before me personally appeared Wayne Carvalho, to me personally known, who being by me duly sworn, says that he is the Wice President of Rockland Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing was the free act and deed of said corporation.

Notary Public / ()
My Commission Expires: 9/9/93

LW:RT037231 .AA4



MIDDLEBOROUGH TRUST COMPANY

SECURITY AGREEMENT

To secure the due payment and performance of all of the liabilities and obligations hereunder of the undersigned, herein called "Debtor", to Middleborough Trust Company of Middleboro, herein called "Secured Porty", and all other liabilities and obligations of Debtor to Secured Porty of every name and nature whatsoever, direct or indirect, obsolute or contingent, now existing or hereafter arising or acquired, including without limitation the due payment and performance of all liabilities and obligations under a note of even date herewith and all notes given by way of renewal or extension of or in substitution in whole or in part for the same, all hereinafter called the "Obligations".

DRIGINAL

For value received, Debtor hereby grants to Secured Party a security interest in all property of Debtor which is now or may hereafter be in Secured Party's possession, including without limitation any deposits, balance of deposits or other sums at any time credited by or due from Secured Party to Debtor, and in Debtor's following described personal property:

One General	Electric 44 t	on Diesel Elec	tric Locomotive type D 17,000 en	, Serial N	Number 302	50, built in
generators.		n Caterpillar	туре в 17,000 e	igines and	1 Lype J G	1 555 11
Both pieces: To be lease	d to Bay Colon	v Railroad Cor	poration, 420 B	edford St	reet. Lexi	ngton, Mass.
·			<u> </u>			
in any and all addit	tions, accessions and acc	cretions thereto and subs	litutes therefor, all hereinaf	er called the "Co	ollateral", and in	the proceeds thereof.
Dahtar harabu sassi	fine ways and anyon					
	fies, warrants and coven		Marion		Mass.	02738
r, belief maning	doutess is:aaa	(Street and No. — Box)	(City or	Town)	(State)	(Zip)
		ly for: Personal, famil	*.	_	including Professi	ion) [] Farming
3. The Collateral Wi	ill be kept at:	(Street and No.)	(City or	Town)	(County)	(State)
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		·				
5. if the Collateral as follows:		•	ly for business, Debtor's (/		(B, etc.) other p	
	(Street and No.)	•	y or Town)	A) principal and (County)	(B, etc.) other p	laces of business are (State)
as follows:	(Street and No.)	(Cit	y or Town)		(B, etc.) other p	
as follows:	(Street and No.)	(Cit	y or Town)		(B, etc.) other p	
(A) (B) 6. If the Collateral	(Street and No.) N/A	(Cit	y or Town)	(County)		(State)
(A)(B)	(Street and No.) N/A	Or is to be used primarily	y or Towni	(County)		(State)
as follows: (A) (B) 6. If the Collateral as, follows: 7. Secured Party is	(Street and No.) N/A For any part thereof is a (Street and No.)	or is to be used primarily (Cit	for farming or for person	(County) ol, family or hou	usehold purposes,	(State) Debtor's residence is
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6. If the Collateral as follows: 7. Secured Party is from whom Debt	(Street and No.) N/A I or any part thereof is a (Street and No.) s authorized and requestor is acquiring the Collan N/A ude all persons signing	or is to be used primarily (Cit sted to disburse the proceed	r for farming or for person	(County) ol, family or hou (County) date herewith, if	usehold purposes, ony, to the folio	(State) , Debtor's residence is (State) owing named person(s)
6. If the Collateral as, follows: 7. Secured Party is from whom Debt "Debtar" shall include one person, shall be	(Street and No.) N/A I or any part thereof is a (Street and No.) s authorized and requestor is acquiring the Collan N/A and all persons signing a joint and several. IS SUBJECT TO THE AD	or is to be used primarily (Cit sted to disburse the proceedings) therat:	y or Town) y for farming or for person ty or Town) teeds of the note of even of those signing in a represent	(County) ol, family or hou (County) date herewith, if	ony, to the follo	(State) Debtor's residence is (State) owing named person(s) ons of Debtor, if more
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. 7. This statement refers to original Financing	Statement No. <u>#593768</u> filed (date) <u>3/28/</u>	86with_Commonwealth_of Mass.
8 A Continuation The original Finance	ng Statement bearing the above file number is still effect	ive.
TB. Termination The Secured Party of Dumber.	of record no longer claims a security interest under the F	Financing Statement bearing the above file
releases the following	described in the Financing Statement bearing the aboving:	•
Statement bearing t	f record has assigned the Secured Party's rights in the pro- he above file number to the Assignee whose name and a ment bearing the above file number is amended as set for	ddress are shown below:
Party is Required)		
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ling Officer Copy — Acknowledgment — Fili e person filing, as an acknowledgment.	ng officer is requested to note file number, date ar	nd hour of filing on this copy and return it to
	D Debot in Transmission	B. No. of Additional Sheets Presented
As Debtor(s) (Last Name First) and address(es)	5. D. Debtor is a Transmitting Hillity. 2. Secured Party(les) and address(es)	8: No. of Additional Sheets Presented: 3. For Filing Officer Date, Time, Number, and Filing Office)
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As Debtor(s) (Last Name First) and address(es)	2. Secured Party(les) and address(es)	3. For Filing Officer (Date, Time, Number, and Filing Office)
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Debtor(s) (Last Name First) and address(es) 3. B. Lessing Corporation 50 Water Street farion, Mass. 02738	2. Secured Party(es) and address(es) Middleborough Trust Company 10 John Glass Jr. Square Middleboro, Mass. 02346	3. For Filing Officer (Date, Time, Number, and Filing Office)
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2. Secured Party(ies) and address(es)

3. For Filing Officer (Date, Time, Number, and Filing Office)

fined for record in the real estate records.

1. Debtor(s) (Last Name First) and address(es)

G.B.Leasing Corporation 60 Water Street Marion, Mass. 02738	Middleberough Trust Company 10 John Glass Jr. Square Middleboro, MAss. 02346	1-4-91, 12 Noon, \$5278 Welle & William Belen G. Westergard Town Clerk, Marion, MA
7. This statement refers to original Financing	Statement No. <u>3012</u> filed (date) <u>3/26</u>	i/86 with Town of Marion
B. Termination The Secured Party number. C. Release From the Collateral releases the following the Secured Party of Statement bearing to the secured Party of Statement Party number.	ing Statement bearing the above the number is still effect of record no longer claims a security interest under the described in the Financing Statement bearing the above fire record has assigned the Secured Party's rights in the the above file number to the Assignee whose name and ament bearing the above file number is amended as set	e Financing Statement bearing the above file ove file number, the Secured Party of record property described below under the Financing address are shown below:
		NEW YORK TO A STREET THE PROPERTY OF THE PROPE
Signature(s) of Debtor(s) (only Filing Officer Copy — Acknowledgment — Filing the person filing, as an acknowledgment.	By Maraka in	Brune 12 Company Brune 12 Com
4. D Filed for record in the real estate records.	5. Debtor is a Transmitting Utility.	No. of Additional Sheets Presented:
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Filed with Town of Marion suc	Com. of Mass.	Products of Collateral are also covered.
Secured Party no longer claims a security interes C. B. Lessing	LOTPOTALION	ddleborough Trust Company
By:	•	atoraço or occordo raito (or trociament
Filing Officer Copy — Acknowledgment — Filing	officer make sure filing information is in Box 3 before r	eturning this copy to filer.

2. Secured Party(ies) and address(es)

3. For Filing Officer (Date, Time, Number, and Filing Office)

1. Det/or(s) (LasteName First) and address(es)*